

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

VICTORIA SHAEV, derivatively on Behalf  
of WELLS FARGO & COMPANY,

Plaintiff,

v.

JOHN D. BAKER II, ELAINE L. CHAO,  
JOHN S. CHEN, LLOYD H. DEAN,  
ELIZABETH A. DUKE, ENRIQUE  
HERNANDEZ JR., DONALD M. JAMES,  
CYNTHIA M. MILLIGAN, FEDERICO F.  
PEÑA, JAMES H. QUIGLY, STEPHEN W.  
SANGER, JOHN G. STUMPF, SUSAN G.  
SWENSON, CARRIE L. TOLSTEDT, and  
SUZANNE M. VAUTRINOT,

Defendants,

-and-

WELLS FARGO & COMPANY,

Nominal Defendant.

Case No. 3:16-cv-05541-JST

STIPULATION AND ~~PROPOSED~~  
ORDER CONSOLIDATING RELATED  
SHAREHOLDER DERIVATIVE  
ACTIONS

Judge: Hon. Jon S. Tigar  
Courtroom: 9, 19th Floor  
Date Action Filed: September 29, 2016

Hearing Date: January 12, 2017  
Hearing Time: TBD

*Caption continued on next page.*

1 AMY COOK, derivatively on behalf of )  
2 WELLS FARGO & COMPANY, )

3 Plaintiff, )

4 vs. )

5 MICHAEL J. LOUGHLIN, TIMOTHY J. )  
6 SLOAN, JOHN G. STUMPF, CARRIE )  
7 TOLSTEDT, JOHN R. SHREWSBERRY, )  
8 JOHN D. BAKER, II, ELAINE L. CHAO, )  
9 JOHN S. CHEN, LLOYD H. DEAN, )  
10 ELIZABETH A. DUKE, SUSAN E. ENGEL, )  
11 ENRIQUE HERNANDEZ, JR., DONALD )  
12 M. JAMES, CYNTHIA H. MILLIGAN, )  
13 FEDERICO F. PEÑA, JAMES H. )  
14 QUIGLEY, STEPHEN W. SANGER, )  
15 SUSAN G. SWENSON, SUZANNE M. )  
16 VAUTRINOT, and JUDITH M. RUNSTAD, )

17 Defendants, )

18 -and- )

19 WELLS FARGO & COMPANY, a Delaware )  
20 corporation, )

21 Nominal Defendant. )

Case No. 3:16-cv-05592-JST

Judge: Hon. Jon S. Tigar  
Courtroom: 9, 19th Floor  
Date Action Filed: September 30, 2016

22 *Caption continued on next page.*

ALISON SHERMAN, Derivatively on  
Behalf of WELLS FARGO & COMPANY,

Plaintiff,

v.

JOHN G. STUMPF, TIMOTHY J. SLOAN,  
CARRIE L. TOLSTEDT, JOHN R.  
SHREWSBERRY, STEPHEN W.  
SANGER, CYNTHIA H. MILLIGAN,  
SUSAN E. ENGEL, SUSAN G.  
SWENSON, ENRIQUE HERNANDEZ, JR.,  
LLOYD H. DEAN, JOHN S. CHEN, JOHN  
D. BAKER II, DONALD M. JAMES,  
ELAINE L. CHAO, FEDERICO F. PEÑA,  
JAMES H. QUIGLEY, ELIZABETH A.  
DUKE, SUZANNE M. VAUTRINOT,  
JUDITH M. RUNSTAD, HOWARD V.  
RICHARDSON, NICHOLAS G. MOORE,  
PHILIP J. QUIGLEY, MACKEY J.  
MCDONALD, and RICHARD D.  
MCCORMICK,

Defendants,

-and-

WELLS FARGO & COMPANY, a  
Delaware corporation,

Nominal Defendant.

Case No. 3:16-cv-05745-JST

Judge: Hon. Jon S. Tigar  
Courtroom: 9, 19th Floor  
Date Action Filed: October 6, 2016

*Caption continued on next page.*



THE CITY OF BIRMINGHAM  
RETIREMENT AND RELIEF SYSTEM,  
Derivatively on Behalf of WELLS FARGO  
& COMPANY,

Plaintiff,

v.

JOHN D. BAKER II, ELAINE L. CHAO,  
JOHN S. CHEN, LLOYD H. DEAN,  
ELIZABETH A. DUKE, SUSAN E.  
ENGEL, ENRIQUE HERNANDEZ, JR.,  
DONALD M. JAMES, MACKEY J.  
MCDONALD, RICHARD D.  
MCCORMICK, CYNTHIA H. MILLIGAN,  
NICHOLAS G. MOORE, FEDERICO F.  
PEÑA, JAMES H. QUIGLEY, PHILIP J.  
QUIGLEY, JUDITH M. RUNSTAD,  
HOWARD V. RICHARDSON, STEPHEN  
W. SANGER, SUSAN G. SWENSON,  
SUZANNE M. VAUTRINOT, TIMOTHY  
J. SLOAN, JOHN R. SHREWSBERRY,  
JOHN G. STUMPF, and CARRIE L.  
TOLSTEDT,

Defendants,

-and-

WELLS FARGO & COMPANY, a  
Delaware corporation,

Nominal Defendant.

Case No. 3:16-cv-05915-JST

Judge: Hon. Jon S. Tigar  
Courtroom: 9, 19th Floor  
Date Action Filed: October 12, 2016

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1 CATHY LEBENDIG, derivatively on behalf  
2 of WELLS FARGO & COMPANY,

3  
4 Plaintiff,

5 v.

6 JOHN G. STUMPF, CARRIE L.  
7 TOLSTEDT, JOHN D. BAKER II, ELAINE  
8 L. CHAO, JOHN S. CHEN, LLOYD H.  
9 DEAN, ELIZABETH A DUKE, ENRIQUE  
10 HERNANDEZ JR., DONALD M. JAMES,  
11 CYNTHIA M. MILLIGAN, FEDRICO F.  
12 PEÑA, JAMES H. QUIGLY, STEPHEN W.  
13 SANGER, SUSAN G. SWENSON, and  
14 SUZANNE M. VAUTRINOT,

15 Defendants,

16 -and-

17 WELLS FARGO & COMPANY, a Delaware  
18 corporation,

19 Nominal Defendant.

Case No. 3:16-cv-06262-JST

Judge: Hon. Jon S. Tigar  
Courtroom: 9, 19th Floor  
Date Action Filed: October 28, 2016

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1 GEORGE HANNON, derivatively on behalf  
2 of WELLS FARGO & COMPANY,

3 Plaintiff,

4 v.

5 MICHAEL J. LOUGHLIN, TIMOTHY J.  
6 SLOAN, JOHN G. STUMPF, CARRIE  
7 TOLSTEDT, JOHN R. SHREWSBERRY,  
8 JOHN D. BAKER, II, ELAINE L. CHAO,  
9 JOHN S. CHEN, LLOYD H. DEAN,  
10 ELIZABETH A. DUKE, SUSAN E. ENGEL,  
11 ENRIQUE HERNANDEZ, JR., DONALD  
M. JAMES, CYNTHIA H. MILLIGAN,  
FEDERICO F. PEÑA, JAMES H.  
QUIGLEY, STEPHEN W. SANGER,  
SUSAN G. SWENSON, SUZANNE M.  
VAUTRINOT, and JUDITH M. RUNSTAD,

12 Defendants,

13 -and-

14 WELLS FARGO & COMPANY, a Delaware  
15 corporation,

16 Nominal Defendant.

Case No. 3:16-cv-06624-MEJ

Date Action Filed: November 15, 2016

17 *Caption continued on next page.*  
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1 FIRE AND POLICE PENSION  
2 ASSOCIATION OF COLORADO,  
3 derivatively on behalf of WELLS FARGO &  
4 COMPANY,

5  
6 Plaintiff,

7 v.

8 JOHN G. STUMPF, TIMOTHY J. SLOAN,  
9 CARRIE L. TOLSTEDT, JOHN R.  
10 SHREWSBERRY, JOHN D. BAKER II,  
11 ELAINE L. CHAO, JOHN S. CHEN,  
12 LLOYD H. DEAN, ELIZABETH A. DUKE,  
13 SUSAN E. ENGEL, ENRIQUE  
14 HERNANDEZ, JR., DONALD M. JAMES,  
15 RICHARD D. MCCORMICK, MACKEY J.  
16 MCDONALD, CYNTHIA H. MILLIGAN,  
17 NICHOLAS G. MOORE, FEDERICO F.  
18 PEÑA, JAMES H. QUIGLEY, PHILIP J.  
19 QUIGLEY, HOWARD V. RICHARDSON,  
20 JUDITH M. RUNSTAD, STEPHEN W.  
21 SANGER, SUSAN G. SWENSON, and  
22 SUZANNE M. VAUTRINOT,

23 Defendants,

24 -and-

25 WELLS FARGO & COMPANY, a Delaware  
26 corporation,

27 Nominal Defendant.

Case No. 3:16-cv-06631-JST

Date Action Filed: November 15, 2016



WHEREAS the following eight actions are now pending in the Northern District of California (collectively, the "Related Actions"):

<u>Abbreviated Case Name</u>	<u>Case Number</u>	<u>Date Filed</u>
<i>Shaev v. Baker, et al.</i>	3:16-cv-05541-JST	09/29/2016
<i>Cook v. Loughlin, et al.</i>	3:16-cv-05592-JST	09/30/2016
<i>Sherman v. Stumpf, et al.</i>	3:16-cv-05745-JST	10/06/2016
<i>Elson, IRA v. Stumpf, et al.</i>	3:16-cv-05817-JST	10/07/2016
<i>The City of Birmingham Retirement and Relief System v. Baker, et al.</i>	3:16-cv-05915-JST	10/12/2016
<i>LeBendig v. Wells Fargo &amp; Company, et al.</i>	3:16-cv-06262-JST	10/28/2016
<i>Hannon v. Loughlin, et al.</i>	3:16-cv-06624-MEJ	11/15/2016
<i>Fire and Police Pension Association of Colorado v. Stumpf, et al.</i>	3:16-cv-06631-JST	11/15/2016

WHEREAS the eight Related Actions are styled as shareholder derivative actions on behalf of nominal defendant Wells Fargo & Company ("Wells Fargo"), and each asserts claims that arise out of at least some of the same alleged transactions and occurrences and involve the same or substantially similar alleged issues of fact and law;

WHEREAS the Court determined by orders, in the earlier-filed action entitled *Hefler v. Wells Fargo & Company, et al.*, No. 3:16-cv-05479-JST (hereinafter, "*Hefler*"), that the actions are related pursuant to Civil L.R. 3-12(a), and the actions now have all been assigned to the Honorable Jon S. Tigar;<sup>1</sup>

WHEREAS the *Hannon* action is currently assigned to Magistrate Judge Maria-Elena James, and no motion to relate this case to the *Hefler* action and reassign *Hannon* to this Court has yet been filed;

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<sup>1</sup> The Court has entered Orders, relating the following cases to the *Hefler* action: (1) *Shaev*, *Sherman*, and *Elson, IRA* on October 19, 2016; (2) *Cook* on October 21, 2016; (3) *City of Birmingham* on November 11, 2016; (4) *LeBendig* on November 15, 2016; and (5) *Colorado Fire and Police Pension* on November 22, 2016. The *Hefler* action is not styled as a shareholder derivative action on behalf of Wells Fargo and is not subject to this Stipulation.

1 WHEREAS the Related Actions identified above all arise out of at least some of the same  
 2 alleged transactions and occurrences and involve the same or substantially similar alleged issues  
 3 of law and facts, and, therefore, should be consolidated for all purposes under Rule 42(a) of the  
 4 Federal Rules of Civil Procedure;

5 WHEREAS counsel for plaintiffs in the above referenced actions have met and conferred  
 6 and have agreed to a schedule following the filing of the motion for lead plaintiff and lead  
 7 counsel;

8 WHEREAS counsel for plaintiffs, Wells Fargo, and the undersigned defendants have met  
 9 and conferred and have agreed to a schedule for filing a consolidated complaint following the  
 10 appointment of lead plaintiff and lead counsel;

11 WHEREAS counsel for plaintiffs, Wells Fargo, and the undersigned defendants have met  
 12 and conferred and have agreed that no answers, motions, or other responses to the complaints  
 13 ("Responses") need be filed in the Related Actions by Wells Fargo or by any other defendant  
 14 until after the appointment of lead plaintiff and lead counsel and the filing of a consolidated  
 15 complaint or designation of an operative complaint, as provided below;

16 WHEREAS counsel for plaintiffs, Wells Fargo, and the undersigned defendants have met  
 17 and conferred and have agreed to a schedule setting a date for Responses to the consolidated  
 18 complaint and a briefing schedule for any motions filed in response to the consolidated  
 19 complaint unless otherwise ordered by the Court pursuant to motion or stipulation;

20 WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial  
 21 efficiency, and will not cause prejudice to any party,

22 NOW, THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs<sup>2</sup> and all  
 23 defendants<sup>3</sup> who have appeared in the Related Actions, by and through their undersigned  
 24 respective counsel of record, as follows:

25 \_\_\_\_\_  
 26 <sup>2</sup> Victoria Shaev, Amy Cook, Alison Sherman, Robert Elson, IRA, The City of Birmingham  
 27 Retirement and Relief System, Cathy LeBendig, George Hannon, and Fire and Police Pension  
 Association of Colorado (together, "Plaintiffs").

**I. CONSOLIDATION OF ACTIONS**

1. The eight Related Actions identified above are hereby consolidated for all purposes, including pre-trial proceedings and trial (the "Consolidated Action").

2. The caption of these consolidated actions shall be "*In re Wells Fargo & Company Shareholder Derivative Litigation*" and the files of these consolidated actions shall be maintained in one master file under Lead Case No. 3:16-cv-05541-JST. Thereafter, all eight of the original Related Action case files shall be closed.

3. Any other actions or claims filed in or removed or transferred to this Court after the date of this Stipulation that (i) are styled as shareholder derivative actions or claims brought on behalf of Wells Fargo and (ii) arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and facts as the Related Actions, shall automatically be consolidated for all purposes, if and when they are brought to the Court's attention, together with *In re Wells Fargo & Company Shareholder Derivative Litigation*, and the clerk shall close the file for any such later-filed actions.

4. Every pleading filed in the Consolidated Action, or in any separate action included herein, shall bear the following caption:

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<sup>3</sup> John D. Baker II, Elaine L. Chao, John S. Chen, Lloyd H. Dean, Elizabeth A. Duke, Susan E. Engel, Enrique Hernandez, Jr., Donald M. James, Mackey J. McDonald, Richard D. McCormick, Cynthia H. Milligan, Nicholas G. Moore, Federico F. Peña, James H. Quigley, Philip J. Quigley, Judith M. Runstad, Howard V. Richardson, Stephen W. Sanger, Susan G. Swenson, Suzanne M. Vautrinot, Timothy J. Sloan, John R. Shrewsberry, John G. Stumpf, Carrie L. Tolstedt, and Michael J. Loughlin (collectively, the "Individual Defendants"), and nominal defendant Wells Fargo (together, "Defendants").

UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA

IN RE WELLS FARGO & COMPANY  
SHAREHOLDER DERIVATIVE  
LITIGATION

Lead Case No. 3:16-cv-05541-JST

(Consolidated with Nos. 3:16-cv-05592; 3:16-cv-05745; 3:16-cv-05817; 3:16-cv-05915; 3:16-cv-06262; 3:16-cv-06624; and 3:16-cv-06631)

This Document Relates To:  
  
ALL ACTIONS.

Judge: Hon. Jon S. Tigar  
Courtroom: 9, 19th Floor

5. When a pleading or other filing is intended to be applicable to all actions, the words "All Actions" shall appear immediately after or below the words "This Document Relates To:" in the caption set forth above. When a pleading or other filing is intended to be applicable to less than all actions, the separate caption and docket number for each individual action to which the pleading is intended to be applicable shall appear immediately after or below the words "This Document Relates To:" in the caption described above.

6. When a case or claim that properly belongs as part of *In re Wells Fargo & Company Shareholder Derivative Litigation* is filed in this Court or transferred or removed to this Court from another court and assigned to Judge Jon S. Tigar, then following the filing of notice by any party to such action or by a party to *In re Wells Fargo & Company Shareholder Derivative Litigation* in such other action and this consolidated action, and service of such notice upon all parties that have appeared in the affected actions, the clerk of this Court shall:

(a) Place a copy of this Order in the separate file for such action;

~~(b) Mail to the attorneys for the plaintiff(s) in the newly filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or their counsel in the newly filed or transferred case;~~

(c) Make an appropriate entry on the Master Docket. Counsel recognizes that this Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any case which properly might be consolidated as part of *In re Wells Fargo & Company Shareholder Derivative Litigation*; and

1 (d) Close the separate file for such action.

2 7. Filing of documents via the Court's ECF system shall be deemed to satisfy the  
3 service requirement as to all parties who have appeared in the action and whose counsel receive  
4 ECF notices electronically. All attorneys of record in *In re Wells Fargo & Company Shareholder*  
5 *Derivative Litigation* must register for ECF and must file an appearance through the ECF system.  
6 Any attorneys who have been admitted *pro hac vice* in any of the Related Actions shall also be  
7 deemed admitted in *In re Wells Fargo & Company Shareholder Derivative Litigation* pursuant to  
8 the same conditions and requirements. No separate service of documents is required on any party  
9 who has appeared in the action but is not registered for ECF.

10 8. The terms of this Order shall not have the effect of making any person or entity a  
11 party to any action in which he, she, or it has not been named and properly served in accordance with  
12 the Federal Rules of Civil Procedure. The terms of this Order and the consolidation and coordination  
13 ordered herein shall not constitute a waiver by any party of any claims in or defenses to any of the  
14 actions.

15 9. Nothing in this Stipulation shall be construed as a waiver of any of Defendants rights  
16 or positions in law or in equity, or as a waiver of any defense that Defendants would otherwise have.

## 17 **II. SCHEDULE**

18 10. The following dates shall be in effect for motions for lead plaintiff/counsel in the  
19 Consolidated Action:

20 November 23, 2016: Last Day to File Motions for Lead Plaintiff and Lead Counsel

21 December 15, 2016: Last Day to File Response(s) to Motions for Lead Plaintiff and  
22 Lead Counsel

23 January 5, 2017: Last Day to File Replies to Any Response(s) to Motions for  
24 Lead Plaintiff and Lead Counsel

25 January 12, 2017: Hearing on Motions for Lead Plaintiff and Lead Counsel

26 11. Lead plaintiff and/or Lead Counsel shall, within sixty (60) days following the  
27 entry and filing of the Court's order selecting a lead plaintiff and lead counsel, serve and file a

consolidated complaint or designate a previously-filed complaint as the operative complaint (the "Consolidated Complaint"), which will supersede all existing complaints filed in the Related Actions and any other action that may be consolidated herewith. To the extent any defendant now named in any of the Related Actions is not named in the Consolidated Complaint, the claims against such defendant shall be deemed dismissed without prejudice. Service shall be effected with respect to any named defendant by serving the Consolidated Complaint on that defendant's counsel, unless such defendant has not previously been served or appeared, in which case service shall be affected according to the Federal Rules of Civil Procedure.

12. Unless the Court otherwise orders pursuant to stipulation, motion, or for any other reason, defendants shall file their responses to the Consolidated Complaint within sixty (60) days following the filing of the Consolidated Complaint (provided, however, that the time prescribed by the Federal Rules of Civil Procedure shall control to the extent those Rules provide for a later response date as to any defendant who has not been served, waived service, or appeared in the action at the time of this Stipulation). In the event that defendants file any motions directed at the Consolidated Complaint, the opposition brief shall be filed within sixty (60) days of the motions and the reply briefs shall be filed within thirty (30) days thereafter. This Stipulation is without prejudice to any party's right to move to continue any response(s) to the Consolidated Complaint pursuant to the federal and local rules.

**IT IS SO STIPULATED.**

Dated: November 23, 2016

**ROBBINS ARROYO LLP**  
**BRIAN J. ROBBINS**  
**FELIPE J. ARROYO**  
**SHANE P. SANDERS**

*/s/ Shane P. Sanders*

**SHANE P. SANDERS**

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City of Birmingham Retirement and Relief  
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*Counsel for Plaintiff The City of Birmingham  
Retirement and Relief System*

Dated: November 23, 2016

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*Counsel for Plaintiff Victoria Shaev*

1 Dated: November 23, 2016

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*/s/ Francis A. Bottini, Jr.*

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*Counsel for Plaintiff Amy Cook*

11 Dated: November 23, 2016

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*Counsel for Plaintiff Robert Elson, IRA*



1 Dated: November 23, 2016

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3 */s/ Barry Himmelstein*

4 **BARRY HIMMELSTEIN**

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17 *Counsel for Plaintiff Cathy LeBendig*

15 Dated: November 23, 2016

**THE SHUMAN LAW FIRM**  
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17 */s/ Kip B. Shuman*

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24 *Counsel for Plaintiff George Hannon*

24 Dated November 23, 2016

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**& BERNSTEIN, LLP**  
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KATHERINE LUBIN (259826)

26 */s/ Richard M. Heimann*

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*Counsel for Plaintiff Fire & Police Pension  
Association of Colorado*

Dated: November 23, 2016

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*/s/ Brendan P. Cullen*

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*Counsel for nominal defendant Wells Fargo &  
Company*

1 Dated: November 23, 2016

**SHEARMAN & STERLING LLP**  
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2 /s/ Jaculin Aaron

3 JACULIN AARON

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9 *Counsel for defendants John D. Baker II,*  
10 *Elaine L. Chao, John S. Chen, Lloyd H. Dean,*  
11 *Elizabeth A. Duke, Susan E. Engel, Enrique*  
12 *Hernandez, Jr., Donald M. James, Mackey J.*  
13 *McDonald, Richard D. McCormick, Cynthia*  
14 *H. Milligan, Nicholas G. Moore, Federico F.*  
15 *Peña, James H. Quigley, Philip J. Quigley,*  
16 *Judith M. Runstad, Howard V. Richardson,*  
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14 Dated: November 23, 2016

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**SIGNATURE ATTESTATION**

I, Shane P. Sanders, am the ECF user whose identification and password are being used to file the foregoing Stipulation and [Proposed] Order Consolidating Related Shareholder Derivative Actions. In compliance with Civil L.R. 5-1(i)(3), I hereby attest that each of the signatories identified above has concurred in this filing.

Executed this 23rd day of November 2016 at San Diego, California.

*/s/ Shane P. Sanders*

SHANE P. SANDERS

\*\*\*\*

**ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: December 12, 2016



HONORABLE JONES S. TIGAR  
UNITED STATES DISTRICT JUDGE

1131081

**CERTIFICATE OF SERVICE**

I hereby certify that, on November 23, 2016, a copy of the foregoing Stipulation and [Proposed] Order Consolidating Related Shareholder Derivative Actions was electronically filed with the Clerk of Court in the following actions:

- *Shaev v. Baker, et al.*, No. 3:16-cv-05541-JST;
- *Cook v. Loughlin, et al.*, No. 3:16-cv-05592-JST;
- *Sherman v. Stumpf, et al.*, No. 3:16-cv-05745-JST;
- *Elson, IRA v. Stumpf, et al.*, No. 3:16-cv-05817-JST;
- *The City of Birmingham Retirement and Relief System v. Baker, et al.*, No. 3:16-cv-05915-JST;
- *LeBendig v. Wells Fargo & Company, et al.*, No. 3:16-cv-06262-JST;
- *Hannon v. Loughlin, et al.*, No. 3:16-cv-06624-MJE; and
- *Fire and Police Pension Association of Colorado v. Stumpf, et al.*, No. 3:16-cv-06631-JST

Notice of this filing will be sent via e-mail to all parties, in all actions, by operation of the Court's electronic filing system or by U.S. Mail to anyone unable to accept electronic filing as indicated on the Notice of Electronic Filing. Parties may access this filing through the Court's CM/ECF system.

\_\_\_\_\_  
/s/ Shane P. Sanders

SHANE P. SANDERS